

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF MICHIGAN**

Noble International, Ltd.	:	Case No. 09-51720
	:	Jointly Administered
	:	
Debtors.	:	Hon. Marci B. McIvor
_____	:	

**ORDER APPROVING HONDA TRADING AMERICA CORPORATION’S MOTION (i)
FOR RELIEF FROM THE AUTOMATIC STAY TO EFFECTUATE RIGHT OF
SETOFF AND (ii) FOR APPROVAL OF THE SETTLEMENT AGREEMENT**

This matter is before the Bankruptcy Court on Honda Trading America Corporation’s Motion (i) for Relief from the Automatic Stay to Effectuate Right of Setoff and (ii) for Approval of the Settlement Agreement (the “Motion”). The Official Committee of Unsecured Creditors (“Committee”) asserted an informal objection to the Motion, which was resolved with the Debtor, as reflected below. The Bankruptcy Court having reviewed the Motion and the Settlement Agreement attached thereto, and noting that no objection to the Motion has been filed, the Bankruptcy Court finds: (a) the Bankruptcy Court has jurisdiction over this matter; (b) this is a core proceeding; (c) venue is proper; and (d) notice of the Motion was sufficient under the circumstances. Accordingly, the Bankruptcy Court having determined that the Motion and Settlement Agreement establish just cause for relief granted herein, it is hereby;

ORDERED, ADJUDGED AND DECREED, that:

1. The Motion shall be, and hereby is, granted, except as modified by Paragraph 3 below.
2. The terms of the Settlement Agreement attached to the Motion are hereby approved, except as provided in Paragraph 3 below.

3. The Settlement Agreement is modified to provide that the releases set forth in Paragraphs 5 and 6 of the Settlement Agreement do not include any claims of the Debtors or any defenses of HTA, if any, relating to any avoidance actions under Chapter 5 of the Bankruptcy Code. All such claims and defenses relating to any avoidance actions under Chapter 5 of the Bankruptcy Code are specifically and expressly preserved by the Parties.

4. This Bankruptcy Court shall retain jurisdiction over any matters arising out of this Motion and the Settlement Agreement.

IT IS SO ORDERED.

Signed on October 20, 2009

_____/s/ Marci B. McIvor_____
Marci B. McIvor
United States Bankruptcy Judge